

Marcus A. Helt, Esq. (Texas Bar #24052187)
Jack Haake, Esq. (*Admitted Pro Hac Vice*)
MCDERMOTT WILL & EMERY LLP
2501 North Harwood Street, Suite 1900
Dallas, Texas 75201
Tel: (214) 210-2821 / Fax: (972) 528-5765
Email: mhelt@mwe.com
Email: jhaake@mwe.com

*COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§	Chapter 11
	§	
SPHERATURE INVESTMENTS LLC,	§	Case No.: 20-42492
<i>et al.</i>,	§	
	§	
Debtors.¹	§	Jointly Administered

DEBTORS' THIRD SUPPLEMENTAL² WITNESS AND EXHIBIT LIST³

Spherature Investments LLC ("Spherature"), together with its affiliates identified herein, as debtors and debtors-in-possession (collectively, the "Debtors"), file this *Debtors' Third Supplemental Witness and Exhibit List* in connection with the hearing currently scheduled for October 29, 2021 at 9:45 a.m. (CT) (as may be continued or rescheduled, the "Hearing"⁴).

The following matters have been set for hearing:

1. Confirmation of *Fourth Amended Joint Chapter 11 Plan for Spherature Investments LLC and Its Debtor Affiliates* [Docket No. 459];

¹ The "Debtors" in the above-captioned jointly administered chapter 11 bankruptcy cases ("**Cases**") are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

² The Debtors are attaching all exhibits-including previously filed exhibits-to this Exhibit and Witness List to make reference to facilitate reference of the exhibits for the Court.

³ Exhibits not previously listed on either (i) *Debtors' Witness and Exhibit List* filed at Docket No. 559, (ii) *Debtors' Amended Witness and Exhibit List* filed at Docket No. 585 or (iii) *Debtors' Second Supplemental Witness and Exhibit List* filed at Docket No. 615 appear herein in **bold type**.

⁴ The Hearing was originally scheduled for October 21, 2021 at 1:30 p.m. (CT).

2. Final approval of *Disclosure Statement for Fourth Amended Joint Chapter 11 Plan for Spherature Investments LLC and Its Debtor Affiliates* [Docket No. 460];

3. Debtors' Emergency Motion for Estimation of Certain Priority Claims Pursuant to Sections 105(a) and 502(c) of the Bankruptcy Code and 28 U.S.C. § 157 [Docket No. 523]; and

4. Agreed Emergency Motion for Approval of Compromise and Settlement with Montgomery Capital Advisers, LLC Pursuant to Bankruptcy Rule 9019 [Docket No. 588].

The Debtors designate the following witnesses and exhibits that may be offered at the Hearing.

WITNESSES

1. Omitted
2. Wayne Nugent;
3. Erik Toth;
4. Simon Davies;
5. Emmett McNulty;
6. Susan Nugent;
7. Kenneth E. Head;
8. Izhak Ben Shabat;
9. Russell Nelms;
10. Jim Calandra;
11. Daniel Stammen;
12. Matt Morris;
13. Melody Yiru;
14. Blake Lindemann;
15. Joseph M. Coleman;

16. Paul Jenkins
17. Steven J. Treni
18. George Diamond
- 19. Robert Klamser**
- 20. Ryan Vaughan**
21. Any witness identified or called by any other party; and
22. Any witnesses necessary for impeachment or rebuttal.

DEBTORS' EXHIBITS

Exhibit	Description	Off.	Obj.	Adm.
1.	Amended and Restated Limited Liability Company Agreement of WorldVentures Holdings, LLC, dated to be effective as of January 1, 2018			
2.	Mazars Engagement Letter dated as of July 26, 2021			
3.	Limited Solicitation Agreement dated November 11, 2020			
4.	Notice of Plan Supplement [Docket No. 483]			
5.	Notice of Supplement to Plan Supplement [Docket No. 501]			
6.	Liquidation Analysis dated July 31, 2021 [Docket No. 460-2]			
7.	[Omitted]			
8.	WorldVentures Corporate Organization Chart			
9.	Certificate of Service re Solicitation Materials [Docket No. 487]			
10.	Supplemental Certificate of Service re Solicitation Materials [Docket No. 488]			
11.	Supplemental Certificate of Service re Solicitation Materials [Docket No. 489]			
12.	Supplemental Certificate of Service re Solicitation Materials [Docket No. 498]			
13.	Supplemental Certificate of Service re Solicitation Materials [Docket No. 511]			

14.	Supplemental Certificate of Service re Solicitation Materials [Docket No. 542]			
15.	Portfolio – General Management Group (https://www.generalmanagementgroup.com/portfolio ; last visited 10/16/2021)			
16.	“Investor Buys YTB International Out of Bankruptcy for \$3.5 Million” (https://skift.com/2013/10/12/investor-buys-ytb-international-out-of-bankruptcy-for-3-5-million/ ; last visited 10/16/2021)			
17.	April 27, 2021 E-mail from H. Grobmyer to S. Jones re Your Travel Business (YTB)			
18.	Declaration of Paul Jenkins in Support of the Debtors’ Opposition to the Motion to Compel Assumption or Rejection of Limited Solicitation Agreement [Docket No. 531-1]			
19.	DreamTrips™ + Seacret™ Lifestyle Upgrade Overview [Docket No. 531-3]			
20.	November 25, 2020 E-mail from T. Williams to E. Head [Docket No. 531-4]			
21.	Powerhouses Companies Joining Forces – WorldVentures + Seacret [Docket No. 531-5]			
22.	Proposed Order Granting Debtors’ Emergency Motion for Estimation of Certain Priority Claims Pursuant to Sections 105(a) and 502(C) of the Bankruptcy Code and 28 U.S.C. § 157 [Docket No. 523-1]			
23.	Declaration of Erik Toth in Support of the Debtors’ Emergency Motion for Estimation of Certain Priority Claims Pursuant to Sections 105(a) and 502(C) of the Bankruptcy Code and 28 U.S.C. § 157 [Docket No. 523-1]			
24.	Voting Declaration of Stretto Regarding Tabulation of Votes in Connection with the Plan for Spherature Investments LLC and Its Debtor Affiliates [Docket No. 562]			
25.	Agreed <u>Emergency</u> Motion for Approval of Compromise and Settlement with Montgomery Capital Advisers, LLC Pursuant to Bankruptcy Rule 9019 [Docket No. 588]			
26.	[Omitted]			

27.	Notice of Supplement to Plan Supplement [Docket No. 571]			
28.	Case Info Website - September 16, 2021 to September 23, 2021			
29.	Case Info Website - September 23, 2021 to October 13, 2021			
30.	Case Info Website - October 13, 2021 to Present			
31.	2010 Tax Return for WorldVentures Holdings, LLC			
32.	2011 Tax Return for WorldVentures Holdings, LLC			
33.	2012 Tax Return for WorldVentures Holdings, LLC			
34.	2013 Tax Return for WorldVentures Holdings, LLC			
35.	2014 Tax Return for WorldVentures Holdings, LLC			
36.	2015 Tax Return for WorldVentures Holdings, LLC			
37.	2016 Tax Return for WorldVentures Holdings, LLC			
38.	2017 Tax Return for WorldVentures Holdings, LLC			
39.	2018 Tax Return for WorldVentures Holdings, LLC			
40.	2019 Tax Return for WorldVentures Holdings, LLC			
41.	2020 Tax Return for WorldVentures Holdings, LLC (draft)			
42.	Criminal Information filed March 4, 2011, Case No. 4:11-CR-00053-DDB			
43.	Seacret Bid Package			
44.	Seacret Agent Agreement			
45.	Seacret Policies and Procedures			
46.	Liquidation Analysis dated October 26, 2021			
47.	Operating Agreement of WorldVentures Holdings, LLC dated as of November 10, 2005 and Second Amendment to Operating Agreement dated as of July 15, 2015			
48.	Wayne Nugent 2020 W-2			
49.	Liquidation Analysis dated July 31, 2021 [Docket No. 460-2]			
50.	HFG-CAP (and predecessor Halter Financial) – Transaction List			
51.	Debtors' First Omnibus Objection to Certain Proofs of Claim (No Liability Claims, Duplicate			

	Claims, Non-Debtor Claims, Claims to be Adjusted, Misclassified Claims, Purchaser Satisfied Claims, and No Liability Tax Claims) [Docket No. 522]			
52.	Michael Poates Retention Award dated August 18, 2020			
53.	Redline of Disclosure Statement for Third Amended Joint Chapter 11 Plan of Spherature Investments LLC and Its Debtor Affiliates and Disclosure Statement for Fourth Amended Joint Chapter 11 Plan of Spherature Investments LLC and Its Debtor Affiliates [Docket No. 528-1]			
54.	Redline of Third Amended Joint Chapter 11 Plan of Spherature Investments LLC and Its Debtor Affiliates and Fourth Amended Joint Chapter 11 Plan of Spherature Investments LLC and Its Debtor Affiliates [Docket No. 461-2]			
55.	Third Amended Joint Chapter 11 Plan of Spherature Investments LLC and Its Debtor Affiliates			
56.	Disclosure Statement for Third Amended Joint Chapter 11 Plan of Spherature Investments LLC and Its Debtor Affiliates			
57.	June 14, 2021 E-mail from Toth to Davies, Poates re: Mexico			
58.	April 15, 2021 E-mail from Toth to Manns re: Rovia Travel (Hong Kong) Limited			
59.	January 18, 2021 3:36 PM E-mail from Toth to Manns re: Update			
60.	January 18, 2021 10:53 AM E-mail from Toth to Manns re: Update			
61.	May 7, 2021 E-mail from Toth to Manns re: WV – loan forgiveness applications			
62.	Nugent Plan Confirmation Objection, Ex. D			
63.	Nugent Plan Confirmation Objection, Ex. E			
64.	Nugent Plan Confirmation Objection, Ex. G			
65.	Simon Davies Retention Award dated August 18, 2020			
66.	Eric Haynes Retention Award dated August 18, 2020			
67.	Paul Jenkins Retention Bonus dated August 18, 2020			

68.	October 24, 2020 E-mail from Nugent to Montgomery re: WV/Seacret database Merger proposal			
69.	October 27, 2020 E-mail from Nugent to Benshabat re: WorldVentures-Seacret Term Sheet			
70.	December 14, 2020 E-mail from Nugent to Benshabat re: Wayne & Susan Nugent Organization Access & Tracking			
71.	Summary of WorldVentures Tax Returns			
<u>Demonstratives</u>				
72.	[Waterfall Analysis]			
	Any pleadings, reports, exhibits or other documents filed in the Debtors' bankruptcy cases; and			
	Any impeachment or rebuttal exhibits or any exhibits designated by any other party.			

The Debtors reserve the right to amend or supplement this Third Supplemental Witness and Exhibit List at any time prior to the Hearing and/or in compliance with the Local Bankruptcy Rules and the Orders of this Court. The Debtors further reserve the right to provide any documents included in this Third Supplemental Witness and Exhibit List to opposing counsel and to this Court as they become available.

Respectfully Submitted,

Dated: October 28, 2021

/s/ Jack G. Haake

Marcus A. Helt, Esq. (Texas Bar #24052187)
 Jack G. Haake, Esq. (Admitted *Pro Hac Vice*)
MCDERMOTT WILL & EMERY LLP
 2501 North Harwood Street, Suite 1900
 Dallas, Texas 75201
 Tel: (214) 210-2821
 Fax: (972) 528-5765
 Email: mhelt@mwe.com
 Email: jhaake@mwe.com

*COUNSEL FOR THE DEBTORS
 AND DEBTORS-IN-POSSESSION*

CERTIFICATE OF SERVICE

I hereby certify that, on October 28, 2021, a true and correct copy of the foregoing document was served electronically on all parties registered or otherwise entitled to receive electronic notices in this case pursuant to the Electronic Filing Procedures in this District.

/s/ Jack G. Haake

Jack G. Haake